MARVEL COMICS

SPIDER-MAN

$1.95 US
$2.65 CAN/UK £1.25
52
NOV
CC 01321

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THE CLONE AGAINST SPIDER-MAN'S MOST LETHAL FOE!

THE EXILE RETURNS PART 2 OF 4

VENOM IS BACK--AND HE SURE AIN'T A GOOD GUY!

DAILY BUGLE
NEW YORK'S FINEST DAILY NEWSPAPER
VENOM
RRORIZING THE
TS OF NEW YORK
USIVE BY KEN ELLIS
NICE.
JAMESON GAVE ME THE FRONT PAGE.
AND YOU, MISTER BROCK, ARE GOING TO KEEP ME THERE.
ONE EXCLUSIVE INTERVIEW IS ALL IT'LL TAKE. THEN I'LL BURY URICH... JAMESON CAN PUT HIM OUT TO PASTURE.
BUGLE. ELLIS HERE.
TOMMY. WHAT DO YOU HAVE FOR ME?
UH-HUH... UH-HUH...
YOU'RE SURE IT'S HIM?
DON'T BE SENDING ME OUT IN THE RAIN FOR NOTHING, TOMMY BOY.
YEAH, IF THE TIP PANS OUT, YOU'LL GET YOUR USUAL FEE.
IF IT PANS OUT.

TONIGHT I GET MY INTERVIEW.

TOMORROW I BURY URICH.

MAYBE THE DAY AFTER, I'LL SHOOT FOR A *PULITZER!*

THAT IS, IF I CAN GRAB A CAB IN THIS RAIN!

GOING TO HAVE TO TRY AROUND THE CORNER. MAYBE I CAN SNAG ONE ON THEIR BREAK.

I HATE THIS CITY.

THAT'S TOO BAD, MISTER ELLIS.

WHO ARE YOU SUPPOSED TO BE?

NOBODY.

NOBODY IMPORTANT AT ALL.

STAN LEE PRESENTS ~~SPIDER-MAN~~ BEN REILLY II

D.E.A.D.L.I.N.E

MACKIE·LYLE·HANNA·COMICRAFT·TINSLEY·FINGEROTH·DEFALCO

GOT NO TIME FOR THIS RIGHT NOW.

CALL ME. WE CAN TALK LATER.

I'D APPRECIATE IT IF YOU WOULD *MAKE* TIME, MISTER ELLIS.

THE NAME'S *KEN*, AND...

...WHO DO YOU THINK *YOU* ARE? *SPIDER-MAN?*

NO... I'D NEVER THINK *THAT!*

BUT I DO NEED YOUR HELP! I NEED TO FIND VENOM... TO STOP HIM... I'VE BEEN AWAY FROM THE CITY FOR TOO LONG ...I CAN'T GET A BEAD ON HIM.

THEN I READ YOUR ARTICLE. YOU SEEM TO HAVE THE INSIDE TRACK ON VENOM. YOU CLAIM TO HAVE SEEN HIM LAST NIGHT... AT THE CHURCH... I NEED YOUR HELP FINDING HIM.

WHAT'S IN IT FOR ME, HERO?

I'M NO HERO. THIS IS JUST SOMETHING I HAVE TO DO.

AND I WANT AN INTERVIEW WITH VENOM... AND NOW... MAYBE... WITH *YOU!*

I HAVE NOTHING INTERESTING TO SAY!

YOU NEVER KNOW. I'VE GOT A LEAD ON WHERE VENOM IS RIGHT NOW. I GIVE IT TO YOU AND YOU CATCH HIM... I WANT AN *EXCLUSIVE* FROM BOTH OF YOU.

I DON'T KNOW...

GOOD ENOUGH FOR ME. YOU SEEM LIKE A MAN OF YOUR WORD.

HE'S BEEN SPOTTED OVER AT THE *ROOSEVELT ISLAND TRAM TERMINAL*. I'M HEADING OVER THERE MYSELF.

WANT TO SPLIT A CAB?

SEE YOU THERE... *HERO!*

MEANWHILE, AT THE ROOSEVELT ISLAND TRAM TERMINAL...

COME ON IN, MISTER OPERATOR MAN.

DON'T BE AFRAID OF LITTLE OL' *US!*

WE DON'T BITE...

...MUCH!

Tsk! Tsk! Tsk! SUCH CHAOS IN THE STREETS BELOW.

ALL THIS FUSS OVER LITTLE OLD US?

HASN'T ANYONE HEARD WE'RE THE *GOOD GUYS* NOW?

WE PROTECT THE INNOCENT FROM THE LIKES OF... OF... OF...

...THOSE THAT ACT THE WAY WE *USED* TO!

RIGHT, BOYS?

EXCUSE THEM... THEY'RE NOT IN THE TALKING MOOD!

SWEPT THE STREETS AROUND HERE CLEAN OF MUGGERS, THIEVES AND KILLERS OF ALL TYPES.

I DON'T HEAR ANY "THANK YOU, MISTER VENOM!"

NO. INSTEAD, NEW YORK'S FINEST APPEAR ON THE SCENE TO TRY AND KILL *ME!*

WE'RE THE VILLAIN... RIGHT?

MAYBE WE ARE.

MAYBE WE DESERVE TO DIE... TO PAY FOR OUR SINS!

HOW MANY TIMES HAVE WE ENDANGERED INNOCENT LIVES?

IT WAS *US* WHO SPAWNED *CARNAGE!*

IT WAS THE CHANCE TO KILL HIM, ONCE AND FOR ALL, HIM THAT BROUGHT US BACK TO NEW YORK.

SHOULD WE BE LAYING AMONGST THE BODIES OF OUR *OWN* VICTIMS?

NAH!

MEANWHILE...

AN UNSEEN OBSERVER SITS ATOP A NEARBY SKYSCRAPER.

WATCHING.

WAITING.

NEARBY...

WHAT MAKES ME THINK I CAN TAKE ON *VENOM*?

EVEN THE *REAL* SPIDER-MAN HAS ONLY BEEN MILDLY SUCCESSFUL BATTLING HIM.

I HAVE MEMORIES OF PAST FIGHTS AGAINST FOES NOT *HALF* AS VICIOUS AS VENOM, BUT...

...THEY'RE ALL IMPLANTED... *FALSE*. *I'M* FALSE...A *FAKE*... A *CLONE*...A *NOBODY*!

HOLD UP, MEN! I THINK HELP MAY HAVE ARRIVED.

SPIDER-MAN?

LET'S LET THE TWO COSTUMES DUKE IT OUT.

WE CAN PICK UP THE PIECES.

WHAT IS *THIS*, SPIDEY-OLD-PAL, A *NEW* COSTUME?

WHAT AM I DOING HERE?

BAD MOVE!

HE'S GOT HOLD OF MY LEG --

-- WE'RE *BOTH* GOING DOWN!

THWIP

DID IT!

THANKS FOR BREAKING OUR FALL, PAL!

NOW WE HOPE YOU WON'T MIND IF WE RETURN THE FAVOR AND...

...BREAK YOUR SPINE!

HE'S FASTER THAN I THOUGHT! AND *TWICE* AS *INSANE!*

I SHOULD HAVE LEFT THIS TO SOMEONE WHO COULD HANDLE IT!

YOU MOVE LIKE HIM, BUT...

...YOU CAN'T BE THE REAL SPIDER-MAN!

HE HAS AN AGREEMENT WITH US!

HE WOULD LEAVE US ALONE, AND WE...

...WOULDN'T EAT HIS BRAINS!

BUT YOU'RE A FAKE!

WE DON'T LIKE FAKES!

WITH A SPEED THAT EQUALS REILLY'S OWN--VENOM STRIKES BACK!

THEN...

...TIME TO DIE, BLINKY!

YES...

...I AM...A FAKE.

YOU'VE GOT TO GET OUT OF HERE, VENOM! NOW!

WHO?

THE POLICE KNOW HOW TO DEFEAT YOU... *US*... THEY'LL HAVE *GUARDSMEN* HERE IN NO TIME!

COME, I'LL HELP YOU ESCAPE FROM HERE.

YOU'RE ONE OF THOSE *SYMBIOTIC SPAWN* OF MY *OTHER* -- CREATED BY THE *LIFE FOUNDATION* TO *KILL* ME!

WE THOUGHT YOU WERE *DEAD!**

WE NEED TO *TALK!*

*SEE VENOM: LETHAL PROTECTOR #5. --DANNY

NO! NO TALK!

ALL *SPAWN* MUST *DIE!*

LIKE *CARNAGE*, YOU ARE ALL *EVIL*... KILL INNOCENTS!

I MUST DESTROY YOU *ALL!*

THIS WOUND IS BAD... LOSING A LOT OF BLOOD.

AND NOW THERE ARE *TWO* OF THEM.

I'VE GOT TO GET OUT OF HERE.

MEANWHILE...

THIS IS IT.

ALL I'VE GOT TO DO IS GET CLOSE ENOUGH TO THE FIGHT.

NOT SO CLOSE THAT I GET MY HEAD RIPPED OFF, BUT JUST CLOSE ENOUGH TO BE THERE WHEN IT'S OVER.

ONE OF THEM HAS TO SURVIVE.

AND *THAT'S* THE ONE I WANT TO INTERVIEW.

MEANWHILE, I'VE GOT TO TAKE NOTES. FILE THE STORY. THIS IS A START.

GEEZ! CAN'T BELIEVE I DIDN'T BRING A CAMERA!

"The costumed criminal known as Venom appeared to have met his match in the female, who bore more than a passing resemblance to him.

"It was then that the super-powered battle began in earnest.

"Venom's rage soon increased exponentially.

"He displayed a total disregard for all innocent bystanders trapped within their cars.

"Quickly, the street was turned into a war zone.

"Cars torn to shreds.

"Occupants of others trapped...

"...helpless and exposed to the rage of the battle.

"How many would die before someone... anyone... came to their rescue -- ?"

"YECCH! WHAT IS THIS PROSE I'M WRITING? THE FACTS, ELLIS. JUST REPORT THE FACTS! WATCH AND WRITE!"

MEANWHILE...

WEBBING IS HOLDING THE WOUND FOR NOW, BUT THE PAIN...

GOT TO SLIP OUT OF HERE IN THE CONFUSION.

LET SOMEONE ELSE DEAL WITH THEM!

ANYONE ELSE.

I'M USELESS HERE.

THANK YOU.

CAN'T CUT IT.

THE MEMORIES I HAVE... *SPIDER-MAN'S* MEMORIES...

...JUST AREN'T ENOUGH TO TURN ME... AN *IMPOSTOR*... INTO SOMETHING I'M NOT...

...A *HERO!*

NO... NO... I'M FALL--

THWIP THWIP

THANK YOU.

LET THEM KILL EACH OTHER.

THIS GUT WOUND IS KILLING ME.

I JUST CAN'T DO ANYTHING!

I'M A CLONE!

THIS IS WHERE IT ENDS, LITTLE LADY.

I DIDN'T WANT THIS. JUST WANTED TO TALK.

TOO BAD. MAYBE WE'LL TALK AFTER YOU'RE *DEAD!*

REAL MISTAKE STAYING OUT HERE!

THEY'RE HEADING RIGHT FOR ME!

WE'RE THE SAME, MAN. YOU, ME, THE *OTHERS*... WE'RE ALL THE SAME.

WE JUST WANT TO TALK TO YOU. LEARN FROM YOU.

WE NEED YOUR HELP!

I'LL *HELP* YOU!

HELP YOU TO AN EARLY GRAVE!

THWIP

THEY'VE PLOWED INTO THE TRAM.

THE DRIVER IS IN DANGER.

GOT TO STOP FELLING SORRY FOR MYSELF... STOP STANDING AROUND DOING *NOTHING* BUT *BLEEDING* ON MY NEW COSTUME.

NOT THAT I HAVE ANY IDEA AS TO *HOW* I'M GOING TO STOP THEM!

LIKE IT MATTERS...

...I'LL PROBABLY BLEED TO DEATH BEFORE THINGS GET TOO HEATED!

OKAY, VENOM...

...THE PARTY'S OVER!

NO! DON'T DO *THIS!*

I NEED TO *TALK* TO HIM! LEARN HOW HE CONTROLS HIS *OTHER!*

TALK TO *HIM?* ABOUT *CONTROL?*

I DON'T *THINK* SO!

YOU'RE TALKING ABOUT A GUY WHO GIVES IN TO *EVERY* INNER VOICE.

JUST BECAUSE THEY TALK...

...DOESN'T MEAN YOU *BELIEVE* THEM!

TRUST ME...

...I'M AN EXPERT AT AVOIDING INNER VOICES.

SOMETIMES THEY'RE JUST NOT *REAL!*

IF WE GO--WE'RE TAKING YOU WITH US, LADY!

LOOKS LIKE WE GOT LUCKY...FOR NOW.

YOU OKAY?

YEAH... YEAH...I AM, BUT WE'VE GOT TO GET OUT OF HERE BEFORE THE CABLES...

NOT A PROBLEM!

AS LONG AS I DON'T PASS OUT FROM BLOOD LOSS.

"...SNAP!"

KTUNG

FROM WHAT I JUST EXPERIENCED, I CAN TELL A FALL INTO THE RIVER IS AT *MOST* GOING TO SLOW THEM DOWN.

HERO

BUT AFTER TONIGHT, IT'S SOMEONE ELSE'S PROBLEM.

AMAZING!

'DYOU *SEE* THAT?

I'M LEAVING.

TONIGHT.

HERO

HE *SAVED* THAT MAN!

HE *SAVED* US *ALL!*

HE'S A *HERO!*

HEY, *HERO!* HOW ABOUT THAT INTERVIEW?

I'M NO *HERO!*

I'M BARELY A *MAN!*

THESE PEOPLE SAY OTHERWISE, BUDDY!

AND IT'S MY RESPONSIBILITY TO WRITE UP THE STORY THAT TELLS THE WORLD ABOUT YOU --

-- THE LATEST COSTUMED HERO... CALLED... CALLED...

... THE *SCARLET SPIDER!*

YEAH. I LIKE THE WAY THAT *SOUNDS.*

AT THAT MOMENT...

...IN THE MIDDLE OF THE MURKY RIVER WATERS...

...VENOM EMERGES IN A RAGE.

TONIGHT VENOM HAS MADE TWO NEW ENEMIES.

THE FEMALE SYMBIOTE...

...AND THE FAKE SPIDER-MAN.

BEFORE THE NIGHT'S END...

...HE VOWS TO SEE THEM BOTH DEAD!

TO BE CONTINUED IN WEB OF SPIDER-MAN #119